Lata_____ Page _____ of _____

Company_____ Brooks Fiber Properties

Clec Forecast for the period (QQYY) _____ to _____ State_____

Wire Ctr. PRVDRICEDS0	CLLI	Serving Tandem CLLI PRVDRI003GT	Minutes of use EO Orig	Percent Tfc Clec to NYNEX	Minutes of use EO Term	Minutes of use TDM Orig	Percent Tfc Clec to Nynex	Minutes of use Tdm Term	IOF DS1 Tdm EO	IOF DS3 Tdm EO	IOF DS1 POP TDM EO	IOF DS3 POP TDM EO	NYNEX Cages Eqpt DS3	Facs Cbl NYNEX Cages	Number Port Qty of Port #s 47286	Loop Plant QTY SVGALS 39405
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	MF 2W	PRVDRI003GT	6200	60	6200	6200	60	6200	9							
	SS7 2W	PRVDRI003GT	9135	60	9135	9135	60	9135	13							
	SS7 1W I	PRVDRI003GT	0	0	70120	70120	0	0	55							
	SS7 1W O	PRVDRI003GT	70120	70120	0	0	70120	70120	55	5			24 inst			
ALT PROV	SS7	NWHNCT0304W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	SS7	WTRBCT0002W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	1W I	HWHNCT02B1t	0	0	6375	6375	0	0	6							
ALT PROV	1W0	HWHNCT02B1t	6375	100	0	0	100	6375	6	1			24 inst			

Lata_____ Page _____ of _____

Company_____ Brooks Fiber Properties

Clec Forecast for the period (QQYY) _____ to _____ State_____

Wire Ctr. PRVDRICEDS0	CLLI	Serving Tandem CLLI PRVDRI003GT	Minutes of use EO Orig	Percent Tfc Clec to NYNEX	Minutes of use EO Term	Minutes of use TDM Orig	Percent Tfc Clec to Nynex	Minutes of use Tdm Term	IOF DS1 Tdm EO	IOF DS3 Tdm EO	IOF DS1 POP TDM EO	IOF DS3 POP TDM EO	NYNEX Cages Eqpt DS3	Facs Cbl NYNEX Cages	Number Port Qty of Port #s 48564	Loop Plant QTY SVGALS 40470
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	MF 2W	PRVDRI003GT	6665	60	6665	6665	60	6665	10							
	SS7 2W	PRVDRI003GT	9425	60	9425	9425	60	9425	13							
	SS7 1W I	PRVDRI003GT	0	0	73570	73570	0	0	58							
	SS7 1W O	PRVDRI003GT	73570	100	0	0	100	7357	58	6			24 inst			
ALT PROV	SS7	NWHNCT0304W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	SS7	WTRBCT0002W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	1W I	HWHNCT02B1t	0	0	6695	6695	0	0	6							
ALT PROV	1W0	HWHNCT02B1t	6695	100	0	0	100	6695	6	1			24 inst			

Lata_____ Page _____ of _____

Company_____ Brooks Fiber Properties

Clec Forecast for the period (QQYY) _____ to _____ State_____

Wire Ctr.	CLLI	Serving Tandem CLLI	Minutes of use EO Orig	Percent Tfc Clec to NYNEX	Minutes of use EO Term	Minutes of use TDM Orig	Percent Tfc Clec to Nynex	Minutes of use Tdm Term	IOF DS1 Tdm EO	IOF DS3 Tdm EO	IOF DS1 POP TDM EO	IOF DS3 POP TDM EO	NYNEX Cages Eqpt DS3	Facs Cbl NYNEX Cages	Number Port Qty of Port #s	Loop Plant QTY SVGALS
PRVDRICEDS0		PRVDRI003GT													49842	41535
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	MF 2W	PRVDRI003GT	7060	60	7060	7060	60	7060	10							
	SS7 2W	PRVDRI003GT	9610	60	9610	9610	60	9610	13							
	SS7 1W I	PRVDRI003GT	0	0	77290	77290	0	0	61							
	SS7 1W O	PRVDRI003GT	77290	100	0	0	100	77290	61	6			24 inst			
ALT PROV	SS7	NWHNCT0304W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	SS7	WTRBCT0002W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	1W I	HWHNCT02B1t	0	0	7020	7020	0	0	6							
ALT PROV	1W0	HWHNCT02B1t	7020	100	0	0	100	7020	6	1			24 inst			

Lata_____ Page _____ of _____

Company_____ Brooks Fiber Properties

Clec Forecast for the period (QQYY) _____ to _____ State_____

Wire Ctr. PRVDRICEDS0	CLLI	Serving Tandem CLLI PRVDRI003GT	Minutes of use EO Orig	Percent Tfc Clec to NYNEX	Minutes of use EO Term	Minutes of use TDM Orig	Percent Tfc Clec to Nynex	Minutes of use Tdm Term	IOF DS1 Tdm EO	IOF DS3 Tdm EO	IOF DS1 POP TDM EO	IOF DS3 POP TDM EO	NYNEX Cages Eqpt DS3	Facs Cbl NYNEX Cages	Number Port Qty of Port #s 51120	Loop Plant QTY SVGALS 42600
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	911	PRVDRI003GT	XX	100	XX	XX	XX	XX	1							
	MF 2W	PRVDRI003GT	7390	60	7390	7390	60	7390	10							
	SS7 2W	PRVDRI003GT	9670	60	9670	9670	60	9670	10							
	SS7 1W I	PRVDRI003GT	0	0	80740	80740	0	0	63							
	SS7 1W O	PRVDRI003GT	80740	100	0	0	100	80740	63	6			24 inst			
ALT PROV	SS7	NWHNCT0304	XX	XX	XX	XX	XX	XX	1							
ALT PROV	SS7	WTRBCT0002W	XX	XX	XX	XX	XX	XX	1							
ALT PROV	1W I	HWHNCT02B1I	0	0	7670	7670	0	0	7							
ALT PROV	1W0	HWHNCT02B1I	7670	100	0	0	100	7670	7	1			24 inst			

NYNEX Forecast	Company Name: *Brooks Fiber Communications*				Office: *Providence, RI*			
DATA ELEMENT	**UNIT OF MEASURE**	**Aug-97**	**Sep-97**	**Oct-97**	**Nov-97**	**Dec-97**	**Jan-98**	**Feb-98**
SALE								
Simple Resold Lines	Number of Lines						*640*	*1640*
Complex Resold Lines	Number of Lines						*160*	*410*
TERCONNECTION								
TC Switched Service	Number of Trunks							
. CLEC To NYNEX (One-Way)				*528*	*600*	*648*	*672*	*696*
. NYNEX To CLEC (One-Way)				*528*	*600*	*648*	*672*	*696*
. Two-Way				*312*	*312*	*312*	*312*	*312*
Tandem Subtending Arrangements	Number of Trunks			*864*	*984*	*1104*	*1224*	*1344*
. Interim Number Portability (INP)	Number of Telephone Numbers Ported			*580*	*612*	*640*	*779*	*918*
. Long Term Number Portability (LNP)	Number of Telephone Numbers Ported			*1718*	*1812*	*1896*	*2308*	*2720*
. 911/E911	Number of Trunks			*2*	*2*	*2*	*2*	*2*
. Directory Listings Services Access	Number of Non-Mechanized Requests (ByPass Only)							
. Inf Svcs and Mass Announcement	Number of Trunks							
. Operator Services Access	Number of Trunks			*24*	*24*	*24*	*24*	*24*
. Access to Poles, Ducts, Conduits and Rights of Way	Number of Requests							
. Co-Location								
1.Physical	Number of Cages			*4*	*4*	*4*	*4*	*4*
2. Virtual	Number of Nodes							
K. Commercial Mobile Radio Service	Number of Trunks							
1. CLEC To NYNEX (One-Way)								
2. NYNEX To CLEC (One-Way)								
3. Two-Way								
L. Telephone Number Assignment	Numbers Assigned (NXX)							
I. UNBUNDLED NETWORK ELEMENTS								
A. Network Interface device	Number of NIDS							
B. House and Riser Cable	Number of Pairs							
C. Unbundled Interoffice Tranmission Facilities								
1. DS - 1	Number of DS-1s							
2. DS - 3	Number of DS-3s							
3. Optical OC-3 Interoffice Transport	Number of OC-3s							
4. Optical OC-12 Interoffice Transport	Number of OC-12s							
5. OC-48 or STS-1	Number of OC-48s or STS-1s							
6. Unbundled Multiplexing								
a) DS-1 to DS-0 (1/0 mux)	Number of Multiplexed DS-1s							
[illegible]	Number of Multiplexed DS-3s							

NYNEX Forecast	Company Name: *Brooks Fiber Communications*						Office: *Providence, RI*			
DATA ELEMENT	**Mar-98**	**Apr-98**	**May-98**	**Jun-98**	**Jul-98**	**Aug-98**	**Sep-98**	**Oct-98**	**Nov-98**	**Dec-98**
RESALE										
A. Simple Resold Lines	*2640*	*3640*	*4640*	*5640*	*6640*	*7640*	*8640*	*9640*	*10640*	*11640*
B. Complex Resold Lines	*660*	*910*	*1160*	*1410*	*1660*	*1910*	*2160*	*2410*	*2660*	*2960*
INTERCONNECTION										
A. TC Switched Service										
1. CLEC To NYNEX (One-Way)	*696*	*720*	*744*	*768*	*792*	*816*	*840*	*864*	*960*	*960*
2. NYNEX To CLEC (One-Way)	*696*	*720*	*744*	*768*	*792*	*816*	*840*	*864*	*912*	*912*
3. Two-Way	*312*	*312*	*312*	*312*	*312*	*312*	*312*	*312*	*312*	*312*
B. Tandem Subtending Arrangements	*1464*	*1584*	*1704*	*1824*	*1944*	*1944*	*2064*	*2064*	*2112*	*2112*
C. Interim Number Portability (INP)	*1057*	*1196*	*1335*	*1474*	*1613*	*1752*	*1891*	*2030*	*2195*	*2357*
D. Long Term Number Portability (LNP)	*3132*	*3544*	*3956*	*4368*	*4780*	*5192*	*5604*	*6016*	*6504*	*6984*
E. 911/E911	*2*	*2*	*2*	*2*	*2*	*2*	*2*	*2*	*2*	*2*
F. Directory Listings Services Access										
G. Inf Svcs and Mass Announcement										
H. Operator Services Access	*24*	*24*	*24*	*24*	*24*	*24*	*24*	*24*	*24*	*24*
I. Access to Poles, Ducts, Conduits and Rights of Way										
J. Co-Location										
1.Physical	*5*	*5*	*5*	*7*	*7*	*7*	*9*	*9*	*9*	*11*
2. Virtual										
K. Commercial Mobile Radio Service										
1. CLEC To NYNEX (One-Way)										
2. NYNEX To CLEC (One-Way)										
3. Two-Way										
L. Telephone Number Assignment										
II. UNBUNDLED NETWORK ELEMENTS										
A. Network Interface device										
B. House and Riser Cable										
C. Unbundled Interoffice Tranmission Facilities										
1. DS - 1										
2. DS - 3										
3. Optical OC-3 Interoffice Transport										
4. Optical OC-12 Interoffice Transport										
5. OC-48 or STS-1										
6. Unbundled Multiplexing										
a) DS-1 to DS-0 (1/0 mux)										
b) DS-3 to DS-1 (3/1 mux)										

G-Path (intra-office cross connection)								
) DS-1 (between DS-3 facilities)	Number of Multiplexed DS-1s							
) DS-0 (between DS-1 facilities)	Number of Multiplexed DS-3s							
NYNEX Forecast	**Company Name: *Brooks Fiber Communications***				**Office: *Providence, RI***			
DATA ELEMENT	**UNIT OF MEASURE**	**Aug-97**	**Sep-97**	**Oct-97**	**Nov-97**	**Dec-97**	**Jan-98**	**Feb-98**
Unbundled Tandem Switching	Number of Trunks							
Dedicated Tandem Trunk Port								
. Shared Tandem Trunk Port								
Links (Local Loops)	Number of Links							
. Two Wire Links								
a) Analog Two Wire Link								
(1) Basic Link				*2148*	*2265*	*2370*	*2885*	*3400*
(2) Basic X - Link								
b) Digital Two Wire Link								
(1) Premium Link				*50*	*58*	*66*	*80*	*95*
(2) Premium X - Link								
2. High Capacity Links								
a) 1.5 Mbps Links				*54*	*57*	*60*	*85*	*92*
b) 1.5 Mbps X - Path Links								
. Unbundled Local Switching	Number of Ports							
1. Line Ports								
a) Analog Line Port								
b) Basic Rate ISDN Port								
c) Primary Rate ISDN Port								
d) Integrated Digital Loop Carrier Port								
e) DS-1, DID/DOD/PBX Port Interface for PBX systems (Flexpath)								
f) Electronic Key Telephone Port								
g) Coin Telephone								
G. Access to Signaling Systems and Call Related Databases								
1. Common Channel Signaling Network Interconnection	Number of 56kb Circuits							
2. 800 Database Access Service	Number of Database Dips							
3. Line Information DataBase (LIDB) Access	Number of Database Dips							
4. Access to SMS	Number of Database Dips							
5. Directory Assist and Oper Services	Number of Database Dips							
H. Access to Operations Support Systems	Number of Database Dips							
f Unbundled Network	Number of Combinations (i.e. Link &							

Path (intra-office cross connection)										
)S-1 (between DS-3 facilities)										
)S-0 (between DS-1 facilities)										
NYNEX Forecast	**Company Name: *Brooks Fiber Communications***						**Office: *Providence, RI***			
DATA ELEMENT	**Mar-98**	**Apr-98**	**May-98**	**Jun-98**	**Jul-98**	**Aug-98**	**Sep-98**	**Oct-98**	**Nov-98**	**Dec-98**
ıbundled Tandem Switching										
)edicated Tandem Trunk Port										
;hared Tandem Trunk Port										
nks (Local Loops)										
Two Wire Links										
) Analog Two Wire Link										
(1) Basic Link	*3915*	*4430*	*4945*	*5460*	*5975*	*6490*	*7005*	*7520*	*8130*	*8730*
(2) Basic X - Link										
) Digital Two Wire Link										
(1) Premium Link	*110*	*125*	*140*	*155*	*170*	*185*	*200*	*220*	*245*	*270*
(2) Premium X - Link										
. High Capacity Links										
a) 1.5 Mbps Links	*99*	*107*	*114*	*122*	*129*	*137*	*144*	*152*	*159*	*167*
b) 1.5 Mbps X - Path Links										
Unbundled Local Switching										
I. Line Ports										
a) Analog Line Port										
b) Basic Rate ISDN Port										
c) Primary Rate ISDN Port										
d) Integrated Digital Loop Carrier Port										
e) DS-1, DID/DOD/PBX Port Interface for PBX systems (Flexpath)										
f) Electronic Key Telephone Port										
g) Coin Telephone										
G. Access to Signaling Systems and Call Related Databases										
1. Common Channel Signaling Network Interconnection										
2. 800 Database Access Service										
3. Line Information DataBase (LIDB) Access										
4. Access to SMS										
5. Directory Assist and Oper Services										
H. Access to Operations Support										

Elements	Line Port, IOF & Trunk Port)							
Platforms of Unbundled Network Elements	Number of Platform Links							

Elements										
Platforms of Unbundled Network Elements										

ents	Line Port, IOF & Trunk Port)							
rms of Unbundled Network ents	Number of Platform Links							

Elements										
Platforms of Unbundled Network Elements										

Exhibit 3

November 10, 1997

Mr. John Griffin
NYNEX CATC
125 High Street
Room 329
Boston, MA 02110

Dear John:

As discussed at the meeting in Boston last Friday, Brooks is very dissatisfied with the service problems caused by insufficient trunking in the Bell Atlantic (BA) network which has resulted in Brooks customers canceling service and going back to Bell Atlantic. To reiterate our concerns and questions:

1. During the meeting we were told that 2DS1s were out of service due to a maintenance condition. These DS1s are part of the common group between the BA Providence Tandem and the BA Providence DS2. When did they go out of service? Have they been restored, if so when? How can you make sure that Brooks is informed when this occurs in the future? In other words we need to hear from you before we deduce it by way of irate Brooks customers.

2. Brooks has been providing regular traffic forecasts to BA yet we are told that there is a hardware shortage ("hooks") in the PVD DS2. Per Ken Johnson a growth job has been scheduled to complete next month, with first circuit assignment available not before December 12th. Last Friday you informed us that two "hooks" had been discovered which would allow the common group to grow by two DS1s. Despite this, Brooks is concerned that there will still be insufficient capacity on the common group to support expected customer growth over the next month or so - which we estimate to be approximately 600 lines. We are looking from some assurance that P01 grade of service will be maintained to accommodate this growth until the new hardware is ready for assignment. If we cannot get such assurance, then Brooks will have no choice but to deny service to its prospective customers pending augmentation of the trunk group in question. Please also provide us with target dates to turn up the direct trunk orders placed with you to the DS2.

3. Brooks would like a written procedure to determine the exact steps necessary by both companies in order to effectively troubleshoot network problems. Such problems may include trunk blockage, translation and transmission errors. The procedure should be a technical document and describe testing tasks, timeframes, escalation names and numbers and trouble tickets. If this document does not exist, Brooks would welcome the chance to help convene the appropriate people and draft it as a joint effort between our respective companies.

4. Our networks are critically dependent on each other to successfully transfer calls to and from each other. As such it is vital that we have access to network information on a near real time basis. For example, in the recent blockage scenario it would have been valuable to be able to call a BA technician with access to at least "5 minute" data and obtain a snapshot of BA network performance. Currently we are asked to provide typical customer level information, such as number called, number called from, time of call and so on.

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While this is appropriate at the customer level, we feel Brooks must be considered a peer carrier, with access to network level data. We remain more than happy to provide this data to you on request.

5. Most distressingly we have not been able to save some customers in recent weeks. These customers have decided to reinstate BA service. I am sure you can appreciate our frustration when this occurs. In many of these cases the customer is requesting that Brooks pay for BA installation charges, and to say that this is distressing for us is something of an understatement. We will be documenting these cases to our account representative, Claude Wallace, and trust that you will insure that BA deals directly with these "Win Back" customers appropriately.

John, these same issues have been discussed on numerous times earlier this year, notably at the Boston meeting on May 30th (minutes attached), and yet little progress has been made. Please respond as soon as possible in order to move ahead with resolution to these issues.

Sincerely,

Robert Poulton
General Manager, BFC-RI

Exhibit 4

Minutes of Meeting Between Brooks Fiber Communications of Rhode Island (BFCRI) and NYNEX CATC Group.

Location: 121 South Main Street, Providence RI.
Date/Time: April 30th, 1997 10.30am

Attendees:

BROOKS - Rob Poulton, Rob Shanahan, Bob McDonough, Randy Barber, Jack Yahemiak, Veronica Calarco, Art Phaneuf.

NYNEX - Tim Fung, Tom Delaney, Bill McDermott, Bob Fox.

1. We agreed that all CLECs, including Brooks, now have pair assignment control for all services at the Co-location(s) in Nynex Central Offices. Brooks stated that this may be so, but it is still experiencing problems of dual assignment for practically every new type-II DS1 during the last few months. Tom Delaney and Tim Fung agreed to print out the Nynex cable records and send them to Rob Poulton. Once received we would compare the records and clean up respective databases. (NOTE: this information was received today, 5.19.97)
2. Brooks asked for SVGALS orders to be FOC'd on time (i.e. day 3 or 4). Currently Brooks is seeing FOCs come in the day before a scheduled cutover, or on the actual day itself. Tim Fung agreed to look in to this, but cautioned that part of the problem is using the FAX as the ordering/confirmation vehicle. Tim and Tom Delaney are convinced that once Brooks is on-line with DCAS this will cease to be an issue. Meanwhile, both companies will look at their respective departments to ensure that controls are in place.
3. Problems encountered during hot cutovers (SVGALS) were discussed at length.

Brooks stated that the 2 hour window for a cutover is unacceptable. Nynex acknowledged the viewpoint but cannot commit to a shorter window. Brooks requested that the frame work (moving the pair of wires from NYNEX switch appearance to Brooks switch appearance) be coordinated with the translations (porting of the phone number via Remote Call Forward RCF). Nynex maintained that this is not possible, and that the translation order is loaded automatically and "queued" to begin as close to the desire cutover time as possible. Nynex further explained that depending on the processor load at the time, the actual RCF command may not be enacted until later in the 2 hour window. Brooks again stated that is would like to see total coordination between the two events. The Nynex response was that true number portability will take care of this problem,

Brooks asked why some cutovers run into trouble and others do not. For example Nynex claims the work is complete and requests a completion serial check number from Brooks. The Brooks technician at the customer site does not receive dial tone.. Nynex explained that reasons for this include: Nynex technician possibly not checking the existing phone number against the pair being moved; Nynex technician not checking for Brooks dial tone at least 24 hours before the cutover; inaccurate Nynex records.

Brooks would like to see a multi-line cutover occur on a line-by-line basis, i.e. the first line is cut and brought up correctly BEFORE the subsequent lines are cutover. This would ensure that customers are not

totally without service at any time. Nynex stated that this was not possible, due to different work practices of various frame personnel.

Nynex stated that cutovers will only start between 8AM and 9PM.

4. There was lengthy discussion regarding the location of the customer DMARC. Nynex stated that it would have to research the Rhode Island rules, but was however convinced that the location is, without exception, 12 inches inside the building entrance penetration and no further. Brooks asked if Nynex would extend the DMARC on request (for new lines), but Nynex replied this was not possible. Brooks asked for a definition of the DMARC during a hot cutover, since it tests from the customer location - usually hundreds of feet or more from the building entry. Both companies agreed that riser distribution has become a gray area, and will likely become worse as more competition arrives in the marketplace.

Brooks requested that for new lines the DMARC location is (a) Provided - with clear directions as to how to find it, cable and pair information and (b) tagged clearly and conspicuously. To-date this does not happen.

5 Brooks agreed to use the CTAC group instead of local Nynex contacts wherever possible, in order to maintain the appropriate consistency and apply the correct resources within Nynex.

6. Brooks provided three examples of White Page and Yellow Page listings being dropped. Nynex stated it would look at these specifically and get back to us with comments. Brooks referred to a recent 411 database listing that was dropped (Trinity Brewhouse), and requested and explanation as to why the listing was dropped. Furthermore, Brooks requested that 411 issues were fixable on a 7 x 24 basis - during the Trinity problem, a fix could not be made over the weekend since the NIRC is a 5 x 7 operation. Nynex took this as an issue and promised to get back to Brooks.
7. Both companies agreed to hold a conference call every Monday at 9.30am to address problems from the prior week. Problems for discussion will be sent to Bill McDermott by 10AM each Friday for discussion the following Monday. Root cause analysis and correction will be the goal.
8. Brooks forecasted an install rate of approximately 400 lines by June or July, and expressed concerns that Nynex would be staffed accordingly. Bob Fox stated that he needed a forecast, to which R.Poulton explained that this is it, 400 lines spread across the 2 Providence C.O.s, East Providence and Pawtucket.
9. NYNEX stated that customers cannot retain their 800 numbers with Nynex without having at least one Nynex line in service. Brooks can take over the 800 number itself as an 800 provider, or involve a third party IXC.
10. NYNEX stated that DID porting is available, termination liability may be an issue since the Nynex T1/DID product ("FLEXPATH") is often on a term contract. Nynex requires forecast of this type of service by C.O.

END OF MINUTES.

Exbhit 5

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May 16, 1997

Mr. Bob Fox
NYNEX
222 Bloomingdale Road
White Plains NY 10605

RE: (A) Listings Problems (B) Recent Routing Troubles at NYNEX Providence Tandem Switch

Dear Bob,

(A) **Listings**

To date we have identified four (4) Brooks customers who were dropped from the Nynex White Page directory. One (1) of the four was also omitted from the Yellow pages. In all cases we believed that we followed procedures adequately in order to ensure the listings were included. During our meeting on Wednesday April 30th, 1997 I handed over the Brooks "Incident Report" forms concerning these listings. To date I have not heard back from you or anyone else regarding these. Please would you respond in writing as to why these listings were in fact dropped. Attached for your reference is an internal Brooks memo identifying the customers concerned, along with another copy of the Incident Reports.

(B) **Routing Problems in the Providence Tandem Switch**

Last Thursday, May 8th 1997, Nynex identified a problem in the Providence Tandem which was certain calls to Brooks numbers to be routed to re-order. This had an extremely harmful effect on our customer base, and in one particular case was directly responsible for us losing a customer - a situation which Nynex terms a "Win Back". I have attached a further account of what transpired. We request a written explanation of why this occurred, why it was not observed by Nynex and exactly what the resolution was.

Please respond to both these issues by Tuesday May 20th, 1997 either by FAX (401) 854 1119 or overnight delivery. Thanks for your assistance in these important matters.

Sincerely,

Robert J. Poulton
General Manager, BFC of Rhode Island.

Account of The Providence Tandem Routing Problem. (...excerpt from internal Brooks memo from R.Poulton to R. Shanahan)

" At 12.25pm on Thursday May 8th I requested that the Nynex 2nd level manager in New York, Bill McDermott assist us in troubleshooting a possible problem in the inter-company trunk group. Bill put us in touch with people in the Manchester NH MAC center. They acknowledged during the afternoon that they observed their tandem switch routing calls bound for Brooks to re-order for no apparent reason. At approx. 4pm I spoke with John Griffin (Nynex 5th level VP in Boston), and let him know of the situation, and that I needed his reassurance that we would not lose focus and resources at 5pm, as is apt to happen. He assured me that the problem would be worked through to resolution. (FYI, during the discussion with John, and earlier with Bill I expressed my concerns that we need to establish a much closer network management relationship which would allow problems to be spotted proactively and worked out quickly - both agreed in principle that there is room for improvement. I requested a meeting, but a firm date has not yet been agreed upon).

At 9PM the Nynex NOCC at Framingham, the NH MAC, Bob Bushee (Prov. switch) and I were in conference and at that point we requested Nynex refer the issue to their tier II ESAC group, and if necessary Northern Telecom (the Tandem manufacturer). Eventually a fix was made at approx. 2am, by rebuilding the trunk group in its entirety. "

Exhibit 6

May 8, 1997

Bob Fox
NYNEX

RE: Testing, Follow Up to Our Letter of April 9, 1997

Dear Bob,

I never received a reply either verbally or in writing to my letter of April 9 (attached). Considering that this letter in itself was a follow up to a January 9 letter concerning the same subject to which we received no response also, I am writing to express my real concern that our issues are not being taken seriously by you. Brooks Fiber Communications of Rhode Island (BFCRI) is committed to working with NYNEX to do whatever it takes to ensure that our mutual customers are able to exchange traffic with minimal problems, and we are determined to work with you in the spirit of mutual co-operation, but cooperation is a two-way-street.

At this time we are still experiencing problems with Nynex customers calling different Brooks NXX codes. As you know we receive all traffic into our Brooks 5ESS switch via the Nynex tandem, and hence all we are able to look at is the traffic flowing on those trunk groups, i.e. we cannot see back "into" the Nynex network. I would like your commitment that whenever Brooks turns up a new NXX, Nynex certifies proper call completion from all its end-offices in the LATA prior to turnup. Furthermore we also need assurance that Nynex customers will be charged correctly for calls completed to Brooks NXX codes, again with adequate testing and results sharing up front.

Currently active Brooks NXX codes are (401) 854 (Providence), 856 (Newport), 450 (Providence), 228 (East Providence).

If testing has already been done on these codes I would appreciate a copy of the results, if not I would like testing to be scheduled within the next 10 days.

Finally, please would you provide us with procedures, names and contact numbers for reporting possible network switching problems or requests for assistance with network troubleshooting. For example, if our customers are reporting unusual fast busy conditions, or intermittent failure to complete to Brooks codes via Nynex, they will usually call us. As discussed above all we can do many times is to look at the tandem trunk group, and no further. How do we obtain the required prompt help from Nynex in these situations?

(continued.....)

Bob, we will be happy to sit down with you and your team to work through these issues at any time. I look forward to hearing from you.

Sincerely,

Robert J. Poulton
General Manager, BFC of Rhode Island.

Cc:\ Rob Shanahan; Randy Barber; Jack Yahemiak; Todd Stein; Bob Bushee; Tom Delaney; Tom Dreyer

Exhibit 7

BROOKS
FIBER
COMMUNICATIONS

October 10, 1997

Mr. Thomas M. Dreyer
Director, Local Carrier Sales
NYNEX
222 Bloomingdale Road
White Plains, NY 10605

RE: JOINT GROOMING AND PERFORMANCE REPORTS

Dear Mr. Dreyer,

This letter is to formally request NYNEX to meet with Brooks to discuss plans for network grooming and to request the prompt delivery of performance reports, which are now overdue under the terms of our Interconnection Agreements.

Section 8.0 of the Interconnection Agreements for Massachusetts and Rhode Island establish that on or before August 1, 1997, the parties shall meet to develop a network grooming plan, including standards to ensure that interconnection trunk groups experience a grade of service, availability, and quality which is comparable to that achieved on interoffice trunks within NYNEX's network. Brooks and NYNEX have had preliminary discussions in connection with this issue, but more formal and substantive meetings must take place at this time in order to develop and finalize a joint grooming plan.

As you know, our Interconnection Agreements require NYNEX to provide Brooks with performance reports in a specified format (as described in paragraph 27.2 and Schedule 27.2 in the agreements for Maine, New Hampshire, and Rhode Island; paragraph 30.2 and Schedule 30.2 for Massachusetts), on a quarterly basis, not more than 30 days after the close of the calendar month. To my knowledge, NYNEX has not provided any reports to date. Would you please see that NYNEX promptly provides us with all performance reports for each of the states for the period retroactive to the dates of the respective Interconnection Agreements?

Please call me at your earliest convenience so that we may promptly schedule and begin discussions for a joint grooming plan and with a date by which Brooks can expect to receive the overdue performance reports. I have enclosed a proposed agenda in connection with our future discussions. Thank you in advance for your cooperation.

Sincerely,

Scott Sawyer
Director of Regulatory Affairs

cc: Robert Shanahan
Malcolm Brown

Interconnection Agreement Service Requirements

Joint Ntwk Config. and Grooming Plan; Instl, Mtc, Tstg & Repair

1. Joint Ntwk Config. & Grooming Plan
   a. An Agreement on Physical Architecture
   b. Trunk Group Standards
   c. Admin. & Mtc of Trunk Groups
   d. Disaster Recovery Provision Escalations
   e. Other

2. Installation, Maintenance, Testing & Repair
   a. Order Standard Intervals

	#DS1	Bus Da
New	1-10	60
	> 10	Negotiated
Add'n	1-4	30
	> 40	Negotiated

Performance Standards & Reporting

1. Standards
   a. Transmission Quality
   b. Reliability
   c. Mtc
   d. Repair
   e. Installation
   f. Provisioning

2. Reports - Within 30 Da of Close of Calendar Month
   a. Report
   b. Explanation of Deviation
   c. Corrective Steps to Eliminate Deviation

Exhibit 8

Brooks/ Bell Atlantic Joint Grooming Plan

A. Physical Architecture
   1. Transmission Network
   2. Trunk Network
      a. Tandem
      b. Direct End Office
   3. Switch Network

B. Service Standards
   1. Trunk Engineering Standards
      a. High Usage
      b. Final
      c. IXC
   2. 1 Way vs. 2 Way
   3. Routing
   4. Sizing

C. Tandem/EO Trunk Plans
   1. New Tandems
   2. Tandem Additions
   3. E/O Trunk Additions

D. Maintenance and Administration
   1. Forecasting
      a. Forecasted Items
      b. Frequency
      c. Interim Updates
   2. Ordering
      a. ASR process
      b. Customer Initiated Demand
      c. Confirmation
      d. FOC's
   3. Performance Measurements
      a. Common Access - Brooks
      b. Direct - Brooks
      c. Bell Atlantic to Bell Atlantic - Common Access
   4. Trouble ID/Escalation Reporting
      a. Trouble Reporting Procedure
         1. Mtc Ctr to Mtc Ctr
         2. Normal Problems
         3. Repeats
      b. Close Out Procedures
      c. Escalation Procedures

E. Disaster Recovery
    1. Emergency Preparedness and Restoration Agreement
    2. Trouble Identification & Escalation
    3. Restoration Priorities
        a. Network Survivability
        b. Emergency Services
        c. Critical Customer Services
    4. Mutual Aide

F. Other
    1. SS7 Network
    2. INP
    3. Hi Cap Services

Exhibit 9

Meeting: Brooks Fiber (BF)/NYNEX

Meeting Date: May 30, 1997

Location: 125 High St-Boston

Attendees: [LIST ATTENDEES]

Meeting Minutes:

Trunking Issues-

-J. Griffin/T. Delaney reviewed trunking issue at Providence and Springfield

-NYNEX held BF orders for B8ZS trunks at the Providence and Springfield tandems because of capacity limitations. Springfield was at capacity for B8ZS and AMI trunks and Providence was at capacity for B8ZS. BF orders were all for B8ZS.

-Growth jobs completed at both tandems

-BF orders at Springfield will be completed by 6/6. (for 10 incoming and 10 outgoing) Orders were completed by 6/6

-PROVIDENCE ORDERS -3 B8ZS on hold - BF to add 8 B8ZS orders. Subsequent to meeting all orders were completed.

-Receiving a reliable Firm Order Completion (FOC) date is important to BF. J. Griffin explained that NYNEX cannot provide FOCs on orders being held where capacity is not available. He indicated NYNEX will provide an Engineering Estimated Completion Date (EECD) for orders where facilities are at exhaust. BF raised concern that experience with Springfield and Providence tandems shows NYNEX ability to estimate completion dates is unreliable since the original estimates were changed several times. J. Griffin explained that he is working with Engineering on a process that will provide a more reliable EECDs. BF will be able to use EECDs use for planning proposes. While not a FOC, the EECD will be a reasonable approximation to the FOC date that will be provided once the growth job is completed.

-CFA on facitilities from NYNEX switches to collocation cages was discussed. T. Delaney and J. Yahemiak will work out who the interfaces are from BF on CFA. BF has had CFA assignment at Collocation cages since March 97.

-Servicing of trunks on a going forward basis was discussed to avoid future call blocking situations

-J. Griffin proposed for consideration that a number of trunks be turned up routinely (on a monthly basis) by BF and NYNEX to account for the growth in traffic between the two companies. He indicated that BF input is required to ensure that additions are realistic.

-A follow meeting was held 6/20

-Reconciliation of trunk records

-T. Delaney and [BF PERSON] agreed to begin working on reconciling records and assignments for trunking between the companies in both Providence and Springfield. Work will start week of 6/2. A physical reconcilation of records was completed on 6/6.

-Same work needs to be done for both Providence locations. C. Mongell will work with T. Delaney.